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RINGLING COLLEGE LIBRARY ASSOCIATION, INC.

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
RINGLING COLLEGE LIBRARY ASSOCIATION, INC.,  
a not for profit corporation**

The undersigned, being the Chairman of a corporation, adopt the following Second Amended and Restated Articles of Incorporation pursuant to Chapter 617, Florida Statutes.

**ARTICLE I - Name**

The name of the corporation is Ringling College Library Association, Inc.

**ARTICLE II - Principal Office and Mailing Address**

The street address of the initial principal office is 2700 Tamiami Trail North, Sarasota, Florida 34234 and the mailing address of the corporation is P.O. Box 4071, Sarasota, Florida 34230.

**ARTICLE III - Purpose**

The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which purposes may include, but not limited to, implementing, administering, funding, operating and assisting programs that support and provide assistance to the Ringling College of Art and Design, Inc., a Florida not for profit corporation, in developing and sustaining its library and educational programs.

**ARTICLE IV - Membership**

**Qualification.** A member of the corporation must be a person, entity or other organization that supports the purposes of the corporation.

**Admission.** Members shall be admitted in the manner determined in the bylaws.

**Terms.** The terms of membership of members shall be established in the bylaws.

**Rights.** Members shall have no voting rights. No member of the corporation shall have any vested right, privilege or interest of, in or to the assets, functions, affairs or franchise of the corporation or any right, interest or privilege which may be transferable or inheritable or which shall continue if the member's membership ceases or while the member is not in good standing.

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**Termination.** Membership shall be terminated in the manner provided in the bylaws.

**No Meetings Required.** No meetings of the members are required. However, meetings of members may be called by the board of directors in the manner provided in the bylaws.

#### **ARTICLE V - Directors**

All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, a board of directors consisting of at least three (3) directors. The number and method of electing directors shall be as stated in the bylaws.

#### **ARTICLE VI - Executive Officers**

**Executive Officers.** Subject to the authority and direction of the board of directors, the affairs of the corporation shall be managed and administered by an executive director and such other executive officers as the board of directors shall from time to time deem desirable. The executive director shall be the chief executive officer of the corporation. No executive officers shall serve as voting members of the board of directors.

**Election.** The executive director shall be appointed by the board of directors. The executive director shall appoint other executive officers in the manner provided in the bylaws.

#### **ARTICLE VII - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1858 Ringling Blvd., Sarasota, FL 34236, and the name of the initial registered agent at that address is LPS Corporate Services, Inc., a Florida corporation.

#### **ARTICLE VIII - Bylaws**

The bylaws of the corporation are to be initially adopted by the board of directors. They may thereafter be amended or rescinded by the board of directors.

#### **ARTICLE IX - Earnings**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members (if any) trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of

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the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

#### **ARTICLE X - Distribution and Dissolution**

In the event of dissolution, all of the remaining assets and property of the corporation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XI - Indemnification**


The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability incurred in connection with such proceeding to the full extent permitted by law.

#### **ARTICLE XII - Miscellaneous**

**Amendment and Restatement Approval.** The corporation has members, but the only approval required of these Second Amended and Restated Articles of Incorporation is by the board of directors. Such approval has been given.

**Historical Note.** These Second Amended and Restated Articles of Incorporation amend and restate in their entirety the Articles of Incorporation filed on August 13, 1975, and the amendment filed on April 14, 2006.

Dated: 1/8/18, 2018

  
Becky Mahoney, as its Chairman

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**ACCEPTANCE OF REGISTERED AGENT**

The street address of the corporation's initial registered office is 1858 Ringling Boulevard, Suite 300, Sarasota, Florida 34236 and the name of its initial registered agent at that address is LPS Corporate Services, Inc., a Florida corporation. Having been named as registered agent to accept service of process for this corporation at the place designated above, the undersigned states that it is familiar with and accepts obligations of the position, accepts the appointment as registered agent, and agrees to act in this capacity.

Dated: January 11, 2018

LPS Corporate Services, Inc.

By: John Patterson  
John Patterson, President

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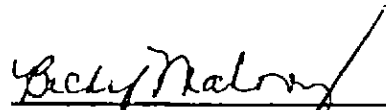
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**CERTIFICATE FOR SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

Pursuant to the provisions of Section 617.1007(3), Florida Statutes, the undersigned certifies that:

1. The name of the corporation is Ringling College Library Association, Inc.;
2. The corporation has members. The Second Amended and Restated Articles of Incorporation do not contain provisions requiring member approval, and therefore the board of directors adopted the amendment;
3. The amendments to the corporation's Articles of Incorporation set forth in the Second Amended and Restated Articles of Incorporation attached to this Certificate were adopted by the board of directors of the corporation on 1/8/18.

DATED: 1/8/18

  
Becky Mahoney, as its Chairman